

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

117553	9
OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated avera	age burden
hours per respo	nse 16.00

SI	EC USE ON	ILY						
Prefix Serial								
DATE RECEIVED								

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)										
Placement of up to \$122,500 of limited liability company membership units.										
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Rule 4(6) ULOE									
Type of Filing: New Filing Amendment	· · · · · · · · · · · · · · · · · · ·									
A. BASIC IDENTIFICATION DATA	4									
Enter the Information requested about the issuer										
Name of Issuer (Check if this is an amendment and name has changed, and indicate c	change.)									
Placement of up to \$122,500 of limited liability company membership units. Filing Under (Check box(es) that apply):										
Address of Executive Offices (Number and Street, City, State, Zip Code)	Felephone Number (Including Area Code)									
Placement of up to \$122,500 of limited liability company membership units. Filing Under (Check box(es) that apply):										
Address of Principal Business Operations (Number and Street, City, State, Zip Code)										
(if different from Executive Offices)	160 (6)									
Brief Description of Business	177									
Trans-American Killer, LLC has been organized to produce, distribute, promote and market a	feature-length film titled, "Trans-American Killer."									
Type of Business Organization										
Placement of up to \$122,500 of limited liability company membership units. Filing Under (Check box(es) that apply):										
☐ business trust ☐ limited partnership, to be formed	PROCESSED									
Month Year										
Actual or Estimated Date of Incorporation or Organization: 0 5 0 2	✓ Actual ☐ Estimated IIIN 2 5 2002									
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviati	ion for State:									
CN for Canada; FN for other foreign jurisdi										

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

KKB&R

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Allen G. Browne (Number and Street, City, State, Zip Code) Business or Residence Address 9005 West Sahara Avenue, Las Vegas, Nevada, 89117 Beneficial Owner Executive Officer ☐ Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Jim Golden Business or Residence Address (Number and Street, City, State, Zip Code) 9005 West Sahara Avenue, Las Vegas, Nevada, 89117 Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer ☐ Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В. І	NFORMA'	ΓΙΟΝ ABC	UT OFFE	RING				
			· · · · · · · · · · · · · · · · · · ·								Yes	No
1. Has th	ne issuer sol	d or does th	ne issuer inte	end to sell,	to non-accre	edited inves	tors in this	offering?	********			\boxtimes
					Appendix, C		-					
2. What	is the minin	num investr	nent that wi	ll be accept	ed from any	individual	?					\$3,500
2 D	41 <i>CC</i> i		t ownership	- C:1							Yes	No
	_		•	_								
or sin listed of the	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)											
Full Nam	e (Last nam	ne first, if in	dividual)									
Business	or Residenc	e Address	(Number	and Street,	City, State,	Zip Code)						
Name of	Associated I	Broker or D	ealer									
States in	Which Perso	on Listed H	as Solicited	or Intends	o Solicit Pu	ırchasers						
(Check	"All States	" or check i	ndividual Si	ates)					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	•••••		All States
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[RI]	[SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[UT]	[VT]	[VA]	[ND] [WA]	[OH] [WV]	[UK]	[OR] [WY]	[PA] [PR]
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Business	or Residenc	e Address	(Number	and Street,	City, State,	Zip Code)				· · · · · · · · · · · · · · · · · · ·		_ .
Name of	Associated I	Broker or D	ealer									
States in '	Which Perso	n Listed H	as Solicited	or Intends t	o Solicit Pu	rchasers				,		
(Check	"All States"	' or check i	ndividual St	ates)	••••	•••••			•••••		🗆 .	All States
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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Business	or Residenc	e Address	(Number	and Street,	City, State,	Zip Code)						
Name of A	Associated I	Broker or D	ealer			 	·		<u> </u>			<u></u>
States in V	Which Perso	on Listed H	as Solicited	or Intends t	o Solicit Pu	rchasers						
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt..... Equity \$ Common Preferred Convertible Securities (including warrants) \$ Partnership Interests \$ _____ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors N/A Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Sold Type of offering Security N/A Rule 505 Regulation A Rule 504..... Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... 500 Printing and Engraving Costs.... Legal Fees \boxtimes \$ 13,000 Accounting Fees 3,000 Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total \$ 16,500

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES	AND USE	O	F PROCEEDS			
	and total expenses furnished in response	egate offering price given in response to Part C - to Part C - Question 4.a. This difference is the	e "adjusted	i			S	106,000
5.	each of the purposes shown. If the amo	gross proceeds to the issuer used or proposed to unt for any purpose is not known, furnish an est. The total of the payments listed must equal the sponse to Part C - Question 4.b. above.	stimate and	l	Payments to Officers, Directors, &	*	P	ayments To
					Affiliates			Others
	Salaries and fees			\$			\$	
	Purchase of real estate			\$			\$	<u> </u>
	Purchase, rental or leasing and installati	on of machinery and equipment		\$			\$	
	Construction or leasing of plant building	gs and facilities		\$			\$	
	offering that may be used in exchange for	ng the value of securities involved in this or the assets or securities of another issuer						
	pursuant to a merger)			\$			\$	
	Repayment of indebtedness		🔲	\$			\$	
	Working capital			\$	·	\boxtimes	\$	106,000
	Other (specify):		□	\$			\$	
				\$			\$	
		ided)	_	Ψ	<u></u>		06,0	00
		D EEDEDAL CICNATURE						
		D. FEDERAL SIGNATURE						· · · · · · · · · · · · · · · · · · ·
sig	nature constitutes an undertaking by the iss	gned by the undersigned duly authorized person. suer to furnish to the U.S. Securities and Exchange-accredited investor pursuant to paragraph (b)(2)	ge Commis	sio				
Iss	uer (Print or Type)	Signature			Date			
	Frans-American Killer, LLC	Mol I Moure				May	9	2002
	me of Signer (Print or Type)	Tree Signer (Print or Type)					_, -	
	Allen G. Browne	Co-Manager						

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE							
1.		, (d), (e) or (f) presently subject to any of the disqualification	•	Yes	No				
		See Appendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to CFR 239.500) at such times as required by s	furnish to any state administrator of any state in which thi tate law.	s notice is filed, a notice	ce on Form	D (17.				
3.	. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.		e issuer is familiar with the conditions that must be state in which this notice is filed and understands that the t these conditions have been satisfied.							
	e issuer has read this notification and knows ly authorized person.	the contents to be true and has duly caused this notice to be	signed on its behalf by	y the under	signed				
Iss	suer (Print or Type)	Signature Will &	Date						
	Trans-American Killer, LLC May, 2002								
Na	ame (Print or Type)	Title (Erint or Type)							
	Allen G. Browne	Co-Manager							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	1 2 3 4								
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					ification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		Х	Placement of up to \$122,500 of limited liability company membership units.						Х
СО									
СТ									
DE									
DC									
FL									
GA									
НІ									
ID									
IL									
IN									
lA									
KS					_				
KY									
LA									
ME									
MD									
MA									
MI									
MN		:							
MS									
МО									

APPENDIX

1	2		3	4					5		
	to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МТ											
NE											
NV		×	Placement of up to \$122,500 of limited liability company membership units.						×		
NH						-					
NJ											
NM											
NY											
NC											
ND											
ОН											
OK											
OR											
PA.											
RI											
SC											
SD											
TN											
TX				11							
UT											
VT											
VA											
WA											
WV											
WI											
WY											
PR											